

EXHIBIT 3

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF KANSAS**

**IN RE: URETHANE ANTITRUST
LITIGATION**

**MDL No. 1616
No. 04-md-01616-JWL**

**This Document Relates To:
The Polyether Polyol Cases**

**ORDER AWARDING ATTORNEYS' FEES
AND REIMBURSEMENT OF LITIGATION EXPENSES
TO PLAINTIFFS' CO-LEAD COUNSEL**

Upon consideration of Class Plaintiffs' Petition For Award Of Attorneys' Fees And Reimbursement Of Litigation Expenses (Doc. # 2142), and all papers submitted in support of or in opposition thereto, and after a December 12, 2011 hearing thereon, it is hereby ORDERED that the Petition is GRANTED. It is specifically ORDERED that:

1. The Notice provided to the Class of Class Plaintiffs' Petition For Award Of Attorneys' Fees And Reimbursement Of Litigation Expenses complied with this Court's September 28, 2011 Order (Doc. 2080), meets the requirements of Rule 23 of the Federal Rules of Civil Procedure and due process, was the best notice practicable under the circumstances, and constitutes due and sufficient notice to all persons entitled thereto.

2. Co-Lead Counsel Fine, Kaplan and Black, R.P.C. and Cohen Milstein Sellers & Toll PLLC ("Co-Lead Counsel") are awarded attorneys' fees in the amount of one third (1/3) of the funds held in the Escrow Account (as defined by paragraph 11 of the Huntsman Settlement Agreement dated May 27, 2011), including interest earned thereon for the same time period and at the same rate as that earned by the Settlement Fund until disbursed to Co-Lead Counsel.

These fees shall be payable to Class Counsel as soon as practicable after entry of this Order, and thereafter Class Counsel shall be paid one third (1/3) of each subsequent Huntsman installment payment into the Escrow Account made pursuant to paragraph 27 of the Huntsman Settlement Agreement dated May 27, 2011.

3. Co-Lead Counsel are further awarded attorneys' fees in the amount of one third (1/3) of the funds held in the Escrow Account (as defined by paragraph 11 of the BASF Settlement Agreement dated September 21, 2011), including interest earned thereon for the same time period and at the same rate as that earned by the Settlement Fund until disbursed to Co-Lead Counsel. These fees shall be payable to Class Counsel as soon as practicable after entry of this Order, and thereafter Class Counsel shall be paid one third (1/3) of each subsequent BASF installment payment into the Escrow Account made pursuant to paragraph 26 of the BASF Settlement Agreement dated September 21, 2011.

4. Co-Lead Counsel are awarded reimbursement of litigation costs and expenses in the amount of \$5,014,329.08. Approximately thirty-nine percent (39%) of this award, or \$1,955,588.34, shall be paid from the funds held in the Escrow Account as defined by paragraph 11 of the Huntsman Settlement Agreement dated May 27, 2011. Approximately sixty-one percent (61%) of this award, or \$3,058,740.74, shall be paid from the funds held in the Escrow Account as defined by paragraph 11 of the BASF Settlement Agreement dated September 21, 2011. The reimbursements of costs and expenses from the BASF and Huntsman Escrow Accounts each shall be made in three installments, the first to paid as soon as practicable after entry of this Order, and the remaining payments to be made as soon as practicable after each time Huntsman or BASF make an installment payment into their respective Escrow Accounts.

5. The award of attorneys' fees shall be allocated among plaintiffs' counsel by agreement among Co-Lead Counsel in a manner that, in Co-Lead Counsel's good-faith judgment, reflects each plaintiffs' counsel's contribution to the institution, prosecution and resolution of the litigation against Defendants.

6. The Court retains jurisdiction over matters that are the subject of this Order until after full disbursement of the Escrow Accounts, and/or as necessary to effectuate the terms of the Settlement Agreements relating to attorneys' fees and litigation costs and expenses.

ENTERED THIS 12th day of December, 2011.

s/ John W. Lungstrum
Honorable John W. Lungstrum
United States District Judge